

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering () (check if this is an amendment and name has changed, and indicate change) Series B Preferred Stock Financing Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 □ Rule 506 Section 4(6) □ ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer (check if this is an amendment and name has changed, and indicate change.) Name of Issuer Helicomm, Inc. Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) Address of Executive Offices 760) 918-0856 1947 Camino Vida Roble, Suite 109, Carlsbad, CA 92008 (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices (If different from Executive Offices) Brief Description of Business PROCESSED Provider of wireless data networking solutions for embedded systems and sensory networks. MAR 16 2006 Type of Business Organization THOMSON Corporation limited partnership, already formed other (please specify): FINANCIAL business trust limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: ☐ Estimated 0 (Enter two-letter U.S. Postal Service abbreviation for State: Jurisdiction of Incorporation or Organization: D CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6/02)

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Chen, Hsien-cheng (Martin) Business or Residence Address (Number and Street, City, State, Zip Code) 1947 Camino Vida Roble, Suite 109, Carlsbad, CA 92008 Promoter Beneficial Owner Check Box(es) that Apply: Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Sun, Chihchieh (Jack) Business or Residence Address (Number and Street, City, State, Zip Code) 1947 Camino Vida Roble, Suite 109, Carlsbad, CA 92008 Promoter Beneficial Owner X Executive Officer Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Huang, Chengchang Business or Residence Address (Number and Street, City, State, Zip Code) 1947 Camino Vida Roble, Suite 109, Carlsbad, CA 92008 Promoter Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: Director Managing Partner Full Name (Last name first, if individual) Li, Liang Business or Residence Address (Number and Street, City, State, Zip Code) 1947 Camino Vida Roble, Suite 109, Carlsbad, CA 92008 General and/or Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director

Executive Officer

□ Director

Managing Partner

General and/or Managing Partner

Full Name (Last name first, if individual)

Full Name (Last name first, if individual)

47913 Freemont Boulevard, Freemont, CA 94024

Business or Residence Address (Number and Street, City, State, Zip Code)

Business or Residence Address (Number and Street, City, State, Zip Code)

Promoter Beneficial Owner

1000 Freemont Avenue, Suite 200, Los Altos, CA 94024

Aspen Ventures III, L.P.

Check Box(es) that Apply:

Check Box(es) that Apply:		Promoter	⊠ B	eneficial Owner	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, is	findividu	ial)							
Silicon Laboratories Inc.									
Business or Residence Addre	ss (Numb	er and Street	, City,	State, Zip Code)					
4635 Boston Lane, Austin, T.	X 78735								-
Check Box(es) that Apply:		Promoter	⊠ B	eneficial Owner	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, in	findividu	ıal)							
Sun, Jennifer C. W.									
Business or Residence Addre	ss (Numl	er and Street	t, City,	State, Zip Code)			•		
1947 Camino Vida Roble, Su	ite 109, 0	Carlsbad, CA	92008						
Check Box(es) that Apply:		Promoter	B	Beneficial Owner	☐ Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, it	findividu	ıal)							
Cilento, Alex									
Business or Residence Addre	ss (Numl	er and Street	t, City,	State, Zip Code)					
1000 Freemont Avenue, Suite	200, Lo	s Altos, CA	94024						
Check Box(es) that Apply:		Promoter	E	Beneficial Owner	☐ Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individu	ial)							
Business or Residence Addre	ss (Numl	per and Street	t, City,	State, Zip Code)					
Check Box(es) that Apply:		Promoter	E	Beneficial Owner	☐ Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individu	ıal)							
Business or Residence Addre	ss (Numl	per and Street	t, City,	State, Zip Code)					
Check Box(es) that Apply:		Promoter	E	Beneficial Owner	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individu	ial)							
Business or Residence Addre	ss (Num	per and Street	t, City,	State, Zip Code)					
Check Box(es) that Apply:		Promoter	E	Beneficial Owner	☐ Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individ	ıal)		<u>.</u>				<u>.</u> .	
Business or Residence Addre	ss (Num	per and Street	t, City,	State, Zip Code)					<u> </u>

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1.	Has th	ne issue	r sol	d, or d	oes tl	he issu	er in	tend to	sell,	to non-	accre	edited i	nvestors	in thi	s offerir	ıg?						Yes	No ⊠
													ig under			•							_
2.	What	is the r	ninin	num in	vestr	nent th	at w	ill be a	ccept	ed fron	n any	indivi	dual?						•••••		. \$	N/	Ά
2	D	41 C C	?			4			: <u>-</u> 1-	:40												Yes	No
			_	•	-		-		-				 e paid or									\boxtimes	
similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											listed i: ne	5											
Full Na	me (L	ast nam	e firs	st, if in	divid	lual)																	
None															,								
Busines	s or R	esidenc	e Ad	dress (Nun	iber an	d Str	eet, Ci	ty, Si	ate, Zi	Co	de)											
Name of Associated Broker or Dealer																							
States in	ı Whi	ch Pers	on Li	sted H	as So	olicited	or I	ntends	to Sc	licit Pu	ırcha	sers	 										
(Check	"All S	tates"	or che	eck inc	livid	ual Sta	tes)				•••••											All	States
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Full Na	me (L	ast nam	e firs	st, if in	divic	lual)																	
Busines	s or R	esiden	e Ad	dress	(Nun	nber an	d Str	eet, Ci	ty, Si	ate, Zi	р Со	de)	···										
Name o	f Asso	ociated	Brok	er or I	eale	r											· · · · · · · · · · · · · · · · · · ·	<u>. </u>			.,		
States in	ı Whi	ch Pers	on Li	isted H	las S	olicited	or I	ntends	to Sc	licit Pu	ırcha	sers		<u>-</u>									
(Check	"All S	tates"	or ch	eck ind	livid	ual Sta	tes).		•••••			•••••										All	States
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☐ [MT]] 🗆	[NE]		[NV]		[NH]		[NJ]		[NM]		[NY]			[ND]		[OH]		[OK]		[OR]		[PA]
□ [RI]		[SC]		[SD]		[TN]		[TX]		[UT]		[VT]	□ [VA		[WA]		[WV]		[WI]		[WY]		[PR]
Full Na	me (L	ast nan	e fir	st, if in	divid	lual)																	
Busines	s or R	esiden	ee Ad	ldress	(Nun	nber an	d St	reet, Ci	ty, S	tate, Zi	p Co	de)						,					
Name o	f Asso	ociated	Brok	er or I	Deale	r																	
States i	n Whi	ch Pers	on Li	isted H	las S	olicited	l or I	ntends	to Sc	olicit Pr	ırcha	sers											
																•••••						All	States
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	[RI] 🗌 [SC] 🔲 [SD] 🔲 [TN] 🔲 [TX] 🗋 [UT] 🔲 [VT] 🔲 [VA] 🔲 [WA] 🔲 [WV) [[wi]] [V	VY]	☐ [PR]
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary	ry)				
krije auto	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PR	OCEEDS	r propagation		P. 17 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					and the second s
	Type of Security	C	Aggregate Offering Pric	e	Α	Amount Iready Sold
	Debt	\$	-0-		\$	-0-
	Equity	\$	1,000,000	_	\$	1,000,000
	☐ Common ☐ Preferred (Convertible into Common)				_	
	Convertible Securities (including warrants)	\$	-0-		\$	-0-
	Partnership Interests			_	\$	-0-
	Other (Specify:)				\$ - \$	-0-
	Total			_	_	
		Þ	1,000,000		\$ _	1,000,000
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors		D	Aggregate ollar Amount of Purchases
	Accredited Investors		9		\$_	1,000,000
	Non-Accredited Investors		-0-		\$	-0-
	Total (for filings under Rule 504 only)		n/a		\$	n/a
	Answer also in Appendix, Column 4, if filing under ULOE.	_			-	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		Tune of		D	ollar Amount
	Type of Offering		Type of Security		υ,	ollar Amount Sold
	Rule 505				\$_	
	Regulation A				\$_	
	Rule 504				\$	
	Total				\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.		г		· -	
	Printing and Engraving Costs				\$ _ \$	
	Legal Fees			<u></u>	» - \$	20,000
	Accounting Fees				\$	
	Engineering Fees			_ 	\$_	
	Sales Commissions (specify finders' fees separately)		[\$ _	
	Other Expenses (identify)				\$_	
	Total			ZI .	\$	20.000

h. Enter the difference between the aggrega	te offering price given in response to Part C					
Question 1 and total expenses furnished i	n response to Part C - Question 4.a. This			\$		980,000
used for each of the purposes shown. If the a estimate and check the box to the left of the e equal the adjusted gross proceeds to the issue	mount for any purpose is not known, furnish an stimate. The total of the payments listed must					
above.			Payment to Officers, Directors, & Affiliates			ments to
Salaries and fees			\$		\$	
Purchase of real estate					\$	
Purchase, rental or leasing and installation of	machinery and equipment				\$_	
Construction or leasing of plant buildings and	I facilities		\$		\$_	
,			\$		\$_	
Repayment of indebtedness		\$		\$_		
Working capital		\$		\$_	980,000	
Other (specify):			\$		\$_	
			en e	, 1	ŕ	
		_	\$. U	`-	980,000
			» <u> </u>	•	\$ _	780,000
	D. FEDERAL SIGNATURE					
ture constitutes an undertaking by the issuer	to furnish to the U.S. Securities and Exchange (Commi	ssion, upon writte			
uer (Print or Type)	Signature		Date			
licomm, Inc.	Clay		February 28, 2006	· ·		
me of Signer (Print or Type)	Title of Signer (Print or Type)					
· · · · · ·						
	Question 1 and total expenses furnished in difference is the "adjusted gross proceeds." Indicate below the amount of the adjusted groused for each of the purposes shown. If the all estimate and check the box to the left of the elequal the adjusted gross proceeds to the issue above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of Construction or leasing of plant buildings and Acquisition of other businesses (including the that may be used in exchange for the assets of merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) ssuer has duly caused this notice to be signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture constitutes an undertaking by the issuer to the signed ture to the signed	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): D. FEDERAL SIGNATURE ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If ture constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of user (Print or Type) Signature	Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): D. FEDERAL SIGNATURE ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If this not ture constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commitmation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule user (Print or Type) Signature	Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"	Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" " Column Totals Column Fox Signature Column Fox Signature

ATTENTION

		E. STATE SIGNATURE									
1.	Is any party described in 17 CFR 230.262 presently	subject to any of the disqualification provisions of such	rule? Yes 🗌 No 🛛								
	•	•									
2.	. The undersigned hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.										
3.	The undersigned hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.										
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.										
	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.										
Issu	er (Print or Type)	Signature	Date								
	Helicomm, Inc.	Chil	February 28, 2006								
Nan	ne (Print or Type)	Title of Signer (Print or Type)									
	Chihchieh (Jack) Sun	President									
	ATTENTION										

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	APPENDIX												
1		2	` 3	-	4			5	1				
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)								
	(Tate D		(Tart C-Item 1)		(Part C-Ite	Number of		(I all L-	item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No				
AL													
AK													
AZ													
AR													
CA		X	Series B Preferred Stock	5	\$720,000				×				
СО													
СТ		×	Series B Preferred Stock	1	\$80,000				X				
DE													
DC													
FL			1										
GA													
HI													
ID													
IL			<u> </u>			 							
IN													
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ME													
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MI													
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MO													
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NE													
NV													
NH													

APPENDIX 1 2 3 5 Disqualification under State Type of security ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and explanation of to non-accredited amount purchased in State investors in State offered in State waiver granted) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Amount **Investors** Amount Yes No NJ NM NY NC ND OH OK OR PA RISCSD TN TXUT VTVAWA WV WI

WY

PR